

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

MICHELLE P. BURK, Derivatively on
behalf of Sonus Networks, Inc.,
A Delaware Corporation,

Plaintiff,

V.

HASSAN M. AHMED, EDWARD T.
ANDERSON, PAUL J. FERRI, RUBIN
GRUBER, PAUL SEVERINO, JOHN
MICHAEL O'HARA, EDWARD N.
HARRIS, STEPHEN NILL and
PAUL R. JONES,

Defendants,

and

SONUS NETWORKS, INC.,
A Delaware Corporation,

Nominal Defendant.

Case No. 04-10384 (DPW)

DEFENDANTS' RESPONSE TO PLAINTIFF MICHELLE BURK'S MOTION TO CONSOLIDATE DERIVATIVE CASES AND TO APPOINT CO-LEAD COUNSEL

The defendants, Hassan M. Ahmed, Edward T. Anderson, Paul J. Ferri, Rubin Gruber, Paul Severino, John Michael O’Hara, Edward N. Harris, Stephen J. Nill, Paul R. Jones and nominal defendant Sonus Networks, Inc. (“Defendants”), hereby respond to Plaintiff Michelle Burk’s Motion to Consolidate Derivative Cases and to Appoint Co-Lead Counsel.

There are currently three derivative cases filed against the Defendants pending before this Court. (See *Williams v. Sonus Networks, Inc.*, C.A. No. 04-10359; *Pisnoy v. Sonus Networks, Inc.*, C.A. No. 04-10576 and the *Burk* case). For the reasons described in Defendants' Motion to

Stay, or in the Alternative Motion to Dismiss (“Motion to Stay”), filed in the *Williams* and *Burk* cases, all three of these cases should be stayed until the Massachusetts Superior Court has ruled on Defendants’ pending Motion to Dismiss nearly identical, first-filed derivative actions in the Business Litigation Session (the “State Actions”).¹ Plaintiff in the *Williams* case did not oppose the Motion to Stay (he simply did not stipulate to Defendants’ Alternative Motion to Dismiss). See Joint Notice and Stipulation of No Opposition to Motion For Stay of Proceedings, filed in the *Williams* case. Plaintiff in the *Burk* case has opposed the Motion to Stay, and it appears that plaintiff in the *Pisnoy* case will do the same.

It is of no consequence to Defendants whether the Court rules on three separate Motions to Stay, or consolidates the three cases and rules on one Motion to Stay. In either event, these cases should be stayed without any further need for Court intervention until after the Business Litigation Session rules on the pending Motion to Dismiss in the State Actions. That Motion was scheduled to be heard on May 18, 2004, but was recently rescheduled for hearing on June 11, 2004.

Accordingly, and without prejudice to their position that all three cases should be stayed, Defendants do not oppose the consolidation of the *Williams*, *Burk* and *Pisnoy* cases.² Defendants

¹ Defendants response to the complaint in the *Pisnoy* case is not yet due, and defendants intend to move to stay that case at the appropriate time.

² Defendants agree with the Plaintiff in the *Williams* case that the derivative cases should not be consolidated with the pending putative class actions. See Plaintiff Daniel Williams’ (1) Response to the Motion of Chris E. Paterick for Consolidation, Appointment of Lead Plaintiff and for Approval of Selection of Class Counsel, and (2) Motion for Appointment of Lead Counsel For Shareholder Derivative Action.

take no position, however, on the appointment of lead counsel.

Respectfully submitted,

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Dated: May 25, 2004

CERTIFICATE OF SERVICE

I, Gregory F. Noonan, hereby certify that I caused a copy of this document to be served by either electronic mail or overnight mail to:

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